

RECORDATION NO. 23580 FILED

AUG - 1 '01 : 1-11 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

July 13, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Agreement dated June 12, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

Lessor: MRC Rail Services, LLC
One California Street
Suite 1500
San Francisco, CA 94111

Lessee: TXI Operations, L.P.
1341 W. Mockingbird Lane
Dallas, TX 75247

A description of the railroad equipment covered by the enclosed document is:

100 covered hopper cars marked MBKX 20001 - 20100

Mr. Vernon A. Williams
July 13, 2001
Page Two

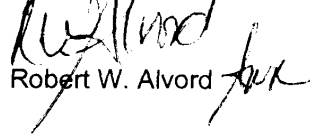
A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MRC RAIL SERVICES, LLC ("LESSOR")**

AND

TXI OPERATIONS, LP ("LESSEE")

JUNE 12, 2001

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SURFACE TRANSPORTATION BOARD

Memorandum of a Lease Agreement made and entered into as of June 12, 2001 by and between MRC Rail Services, LLC, a Delaware limited liability corporation, ("Lessor") and TXI Operations, LP, a Delaware limited partnership ("Lessee").

WITNESSETH:

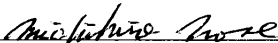
1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 100 units of 3250 cf covered hopper cars with bearing marks and numbers as follows:

MBKX 20001 – 20100 (inclusive)

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease Term, as described in the Lease Agreement.

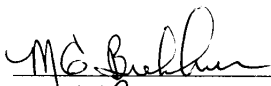
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: MRC Rail Services, LLC

By: 
Title: President
Date: 6/22/01

Lessee: TXI Operations, LP

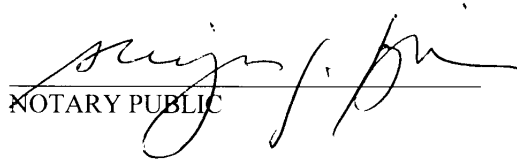
By: TXI Operating Trust,
General Partner

By: 
Title: EVP
Date: 6/19/01

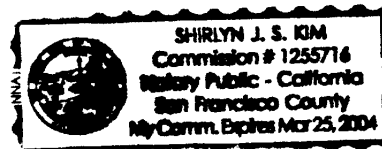
STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

On this 22nd day of June, 2004, before me personally appeared Michihiro Nose, to me personally known, who being by me duly sworn, says that he is the president of MRC Rail Services, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

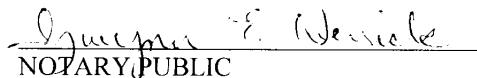
My commission expires: 3/25/04



STATE OF TEXAS

COUNTY OF Dallas

On this 19th day of June, 2004, before me personally appeared McC G. Beckhaus, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of TXI Operations, LP that the foregoing instrument was signed on behalf of said limited partnership, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

